

COOLEY GODWARD KRONISH LLP
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Attorneys for Third Party Plaintiff, Levi Strauss & Co.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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Banco Popular Dominicano, C. Por A., :
 :
Plaintiff and :
Counter-Claim Defendant, :

vs. :

Levi Strauss & Co., :
 :
Defendant and :
Third Party Plaintiff, :

vs. :

Interamericana Apparel Company, Inc.; :
Interamericana Products International, S.A.; :
QST Dominicana LLC; US Paper & Chemical; :
Apparel Machinery & Supply Co.; YKK Snap :
Fasteners America, Inc.; Southern Textile :
Dominicana, Inc.; Industria Cartonera :
Dominicana, S.A. (Smurfit); The Graphic Label :
Group Dominicana, Inc.; and Tag-It Pacific, :
Inc., :

Third Party Defendants.

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Gregory G. Plotko, being duly sworn, deposes and says:

1. I am an attorney admitted to practice before this court and an associate
with Cooley Godward Kronish LLP, counsel to the defendant and third party plaintiff, Levi

INDEX No. No. 07 Civ. 6443 (LTS) (THK)

**AFFIDAVIT OF FACTS UPON
APPLICATION FOR CLERK'S ENTRY
OF DEFAULT AGAINST US PAPER &
CHEMICAL**

Strauss & Co. ("LS&CO."). LS&CO. is prosecuting a third party complaint in interpleader (the "Interpleader Action") against US Paper & Chemical (the "Third Party Defendant").

2. I make this affidavit in support of my application for entry of default pursuant to Rule 55 of the Federal Rules of Civil Procedure, made applicable in the instant proceeding by Rules 55.1 and 55.2 of the Local Rules for the Southern District of New York.

3. The Interpleader Action was brought by LS&CO. in response to an action filed by plaintiff Banco Popular Dominicano, C. Por A. ("Banco") for funds owed to Banco by Interamericana Apparel Company, Inc. and/or Interamericana Products International, S.A. (collectively, "Interamericana") to which LS&CO. admittedly owes \$2,325,132.27 (the "Interpleader Funds").

4. LS&CO. commenced the Interpleader Action by filing a third party complaint in interpleader on August 27, 2007 against, among others, the Third Party Defendant (the "Third Party Complaint"). [DOCKET NO.10]

5. LS&CO. properly served a true copy of its summons and notice of pre-trial conference ("Summons") and Third Party Complaint upon the Third Party Defendant by leaving a copy of the Summons with the Third Party Defendant's secretary at the Third Party Defendant's principal place of business in the Dominican Republic on October 22, 2007. The Summons indicated that the Third Party Defendant was to submit a motion or answer to the Third Party Complaint by November 12, 2007 (the "Due Date").

6. An affidavit evidencing that service was made was filed on November 16, 2007. [DOCKET NO. 44]

7. On or about November 29, 2007, more than two weeks after the Due Date had passed, LS&CO. received, via its local counsel in the Dominican Republic, a letter from the

Third Party Defendant's purported Dominican Republic counsel (the "Letter Response"), which was forwarded to the Court but never filed on the Court's docket.

8. Third Part Defendant has never attended, appeared or otherwise participated in any subsequent court proceedings in this case including any pre-trial conferences, settlement conferences or hearings before Judge Swain or Magistrate Judge Katz.

9. Accordingly, the Third Party Defendant has failed to appear, plead or otherwise defend the allegations contained in the Third Party Complaint.

10. The Third Party Defendant's time to appear, plead or otherwise defend the allegations set forth in the Third Party Complaint has not been extended.

11. The Third Party Defendant is not an infant or an incompetent person.

12. The Third Party Defendant is not currently in the military service.

13. LS&CO. will cause the Third Party Defendant to be noticed of entry of this default by delivering a copy of this Affidavit to the purported Dominican Republic counsel and to Third Part Defendant's last known address.

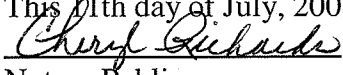
Dated: New York, New York
July 11, 2008

COOLEY GODWARD KRONISH LLP

By: 

Gregory G. Plotko (GP 9234)
Ronald R. Sussman (RS 0641)
1114 Avenue of the Americas
New York, NY 10036-7798
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Attorneys for Defendant and Third Party Plaintiff,
Levi Strauss & Co.

Sworn to before me
This 11th day of July, 2008

Notary Public

CHERYL RICHARDS
Notary Public, State of New York
No. 03-3270560
Qualified in Richmond County
Commission Expires May 31, 2011